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ARTICLES OF INCORPORATION

OF

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RING OUT COMMUNICATIONS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE NAME

The name of the corporation is RING OUT COMMUNICATIONS, INC.

ARTICLE TWO DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE REGISTERED OFFICE

The street address of the initial registered office of the corporation is 12525 Walsingham Road, Largo, Fl 33774, and the name of the initial registered agent at such address is PAUL J. BURNS.

ARTICLE SIX PRINCIPAL OFFICE

The street address of the principal office is 1711 Kay Drive SW, Largo, F1 33770 and the mailing address of the corporation is P.O. Box 73, Pinellas Park, F1 33780.

ARTICLE SEVEN DIRECTORS

The board of directors of the corporation shall consist of two (2) member and may be changed from time to time in accordance with the By-laws of the corporation. The initial Board of Directors shall consist of GEORGE R. SMITH and HELEN E. SMITH.

ARTICLE EIGHT INCORPORATORS

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 33774.

ARTICLE NINE INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

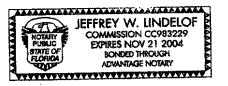
The undersigned has executed these Articles of Incorporation this 13th day of December, 2000.___

PAUL J. BURNS INCORPORATOR

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of December, 2000, by Paul J. Burns, who is personally known to me or who has produced a Florida Drivers license as identification.

(Seal)



My Commission Expires: [//حراه4

Print Name of Notary Public Commission No.: <u>CC983229</u>

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1. The name of the corporation is RING OUT COMMUNICATIONS, INC.
- 2. The name and address of the registered agent and office is PAUL J. BURNS, 12525 Walsingham Road, Largo, Fl 33774.

GEORGE R. SMITH, Directo Date: December 12, 2000

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 13 TH day of December, 2000

PAUL J. BURNS

Registered Agent